

Date: April 03, 2024

**The Manager
BSE Limited
Department of Corporate
Services Floor 25, P. J.
Towers, Dalal Street Mumbai-
400001
Scrip Code: 542857**

Dear Sir/Madam,

Sub: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) 2015 in relation to the Postal Ballot

Pursuant to the Regulation 30 read with Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the proceedings of the special resolutions passed by the shareholders through Postal Ballot by remote e-voting on April 03, 2024.

Kindly take the same on record.

Thanking You

Yours faithfully
For Raghav Productivity Enhancers Limited

**Neha Rathi
(Company Secretary & Compliance Officer)
M.NO. A38807**

Encl.: As above

PROCEEDINGS OF THE RESOLUTIONS PASSED THROUGH POSTAL BALLOT BY WAY OF REMOTE E-VOTING PROCESS BY MEMBERS OF THE COMPANY ON WEDNESDAY, April 03, 2024, RESULTS OF WHICH DECLARED ON WEDNESDAY, APRIL 03, 2024

Pursuant to Section 108 and Section 110 of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standards on General Meeting issued by the Institute of Company Secretaries of India, as amended and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs for holding general meeting/conducting postal ballot process through e-voting vide General Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No.22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, Circular No. 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 8, 2021, circular No. 2/2022 and 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs, Government of India (“the MCA Circulars”) and other applicable laws, regulations, circulars, notifications (including any statutory modification or re-enactment thereof for the time being in force), the company has issued the postal ballot notice dated February 20, 2024 to obtain approval of shareholders.

In compliance with the aforesaid Circulars, the Postal Ballot Notice were sent only through electronic mode to those Shareholders whose e-mail addresses were registered with the Company/ Depositories/Registrar and Share Transfer Agent as on the cut-off date; February 23, 2024.

The Company had availed the services of CDSL to provide the remote e- voting facility to the equity shareholders of the Company for the resolution proposed in the postal ballot notice.

The Notice was also available on the Company’s website, www.rammingmass.com and websites of the Stock Exchanges where the equity shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and on the website of CDSL., the agency engaged by the Company for providing the facility of Remote e-voting to the Members of the Company at www.evotingindia.com

The Remote e-voting period commenced from 2.30 p.m. (IST) on March 05, 2024 and ended on 5.00 p.m. (IST) on April 03, 2024 and the e-voting platform blocked thereafter.

Pursuant to Rule 22(5) of the Companies (Management and Administration) Rules, 2014, On February 20, 2024 Board of Directors has appointed Mr. Sandeep Kumar Jain Designated Partner of M/s Arms & Associates LLP (LLPIN no.: AAD-6272), Practicing Company Secretaries (Membership No. FCS 5398, C.P. No. 4151) as the Scrutinizer to conduct the Postal Ballot through Remote e-voting process in a fair and transparent manner.

The result relating to the Postal Ballot through e-voting is set out in the table below:

Resolution 1: To appoint Mrs. Rajni Sekhri Sibal (DIN: 09176377) as an Independent Director of the Company (as Special Resolution)					
Votes	Number of members voted	Number of valid votes cast by them	% of total number valid votes cast	Invalid Votes	
				Total number of members whose votes were declared invalid	Number of votes cast
For	31	12592702	100.00	0	0
Against	2	130	0.00		
Total	33	12592832	100.00		
Resolution 2: To approve amendments in Employee Stock option Scheme 2018 and grant of Employee Stock options to the Employees of the Company thereunder (as Special Resolution)					
Votes	Number of members voted	Number of valid votes cast by them	% of total number valid votes cast	Invalid Votes	
				Total number of members whose votes were declared invalid	Number of votes cast
For	30	12592580	100.00	0	0
Against	3	252	0.00		
Total	33	12592832	100.00		

Based on the report of the Scrutinizer, Mr. Sandeep Kumar Jain, Designated Partner of M/s Arms & Associates LLP (LLPIN no.: AAD-6272), Practicing Company Secretaries declared the results of the Postal Ballot through remote e-voting on April,03, 2024.

The resolutions passed are as follows:

1. SPECIAL RESOLUTION

Appointment of Mrs. Rajni Sekhri Sibal (DIN: 09176377) as an Independent Director of the Company

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) (including any statutory modification or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Rajni Sekhri Sibal (DIN: 09176377), who was appointed as an Additional Director in the capacity of an Independent Director with effect from January 22, 2024, who meets the criteria for independence under Section

149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation to hold office for a term of 5 (five) consecutive years with effect from January 22, 2024 upto January 21, 2029

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

2. SPECIAL RESOLUTION

Approval of amendments in the Employee Stock option Scheme 2018 and grant of Employee Stock options to the Employees of the Company thereunder

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed there under (including any statutory modification(s) or reenactment(s) thereof for the time being in force), read with Regulation 7 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SBEB Regulations"), and all other applicable provisions, if any, of the SBEB Regulations, the Memorandum and Articles of Association of the Company, and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be accepted by the Board of Directors of the Company (hereinafter referred to as the "**Board**"), approval and consent of the Shareholders of the Company ("**Shareholders**") be and is hereby accorded respectively to the "Raghav Productivity Enhancers Limited Employee Stock Option Scheme 2018 (hereinafter referred to as the "**ESOP 2018**" / "**Plan**") and to the Board to create, offer and grant from time to time upto **8,04,104 (Eight Lakh Four Thousand One Hundred Four) Employee Stock Options ("ESOPs")** to the permanent employees including Directors of the company (other than promoter(s) or Directors not belonging to the promoter group of the company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company), whether whole time or otherwise, whether working in India or out of India (hereinafter referred to as an "**Employee(s)**"), as may be decided solely by the Board under the Plan, exercisable into not more than **8,04,104 (Eight Lakh Four Thousand One Hundred Four) fully paid-up equity shares** in the Company in aggregate of face value of Rs.10/- (Rupees Ten) each, at such price or prices, in one or more tranches and on such terms and conditions, as may be determined by the Board in accordance with the provisions of the Plan and in due compliance with all applicable laws and regulations.

RESOLVED FURTHER THAT all actions taken by the Board in connection with the above and all incidental and ancillary things done are hereby specifically approved and ratified.

RESOLVED FURTHER THAT the Board / Nomination & Remuneration Committee be and is hereby further authorized to issue and allot equity shares upon exercise of ESOPs from time to time in accordance with the Plan and such equity shares shall rank *pari passu* in all respects with the then existing equity shares of the Company.



(Formerly - Raghav Ramming Mass Ltd.)

RESOLVED FURTHER THAT the number of ESOPs that may be granted to any specified Employee(s), in any financial year and in aggregate under the Plan shall be less than 1% of the issued equity share capital (excluding outstanding warrants and conversions) of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as bonus issues, merger and/or sale of division/undertaking or other re-organisation, and others, if any additional equity shares are required to be issued by the Company to the Shareholders ("**Additional Shares**"), the ceiling as aforesaid of **8,04,104 (Eight Lakh Four Thousand One Hundred Four)** ESOP's and equity shares respectively to be issued and allotted shall be deemed to increase in proportion of such Additional Shares issued to facilitate making a fair and reasonable adjustment.

RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the option grantees under the Plan shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs. 10/- (Rupees Ten) per equity share bears to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the option grantees.

RESOLVED FURTHER THAT the Board / Nomination & Remuneration Committee be and is hereby also authorized at any time to modify, change, vary, alter, amend, suspend or terminate the ESOP 2018 subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Shareholders and further to execute all such documents, writings and to give such directions and (or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the ESOP 2018 and do all other things incidental and ancillary thereof.

RESOLVED FURTHER THAT the Company do hereby conform to the accounting policies prescribed from time to time under any applicable laws and regulations to the extent relevant and applicable to the ESOP 2018.

RESOLVED FURTHER THAT the Board / Nomination & Remuneration Committee be and is hereby further authorized to do all such acts, deeds and things, as it may in its absolute discretion, deem necessary including authorizing or directing the Board to appoint Merchant Bankers or Consultants, being incidental to the effective implementation and administration of ESOP 2018 as also to prefer applications to the appropriate authorities, parties and the institutions for their requisite approvals, if required.



RESOLVED FURTHER THAT the Board / Nomination & Remuneration Committee be and is hereby also authorized to nominate and appoint one or more persons to represent the Company for carrying out any or all of the activities that the Board is authorized to do for the purpose of giving effect to this resolution."

Yours faithfully
For Raghav Productivity Enhancers Limited

Neha Rathi
(Company Secretary & Compliance Officer)
M.NO. A38807